

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS**

**STEVE SACHS,**

**Plaintiff,**

**V.**

STEVEN SPRAGUE, ET AL,

**Defendant.**

**CIVIL ACTION  
NO. 04-30032-MAP**

**DEFENDANTS ASSENTED-TO MOTION TO AMEND CAPTION**

Defendants Messrs. Sprague, Feeney, Bagalay, Bushnell, Gilder and McConaughy and nominal defendant Wave Systems Corp. (“Defendants”) respectfully move to amend the above caption to reflect this Court’s September 3, 2004, Order allowing Plaintiffs’ Motion to Consolidate. Defendants have sought and obtained Plaintiffs consent to this motion and hereby move to amend the caption as follows:

**IN RE WAVES SYSTEMS CORP.,  
SHAREHOLDER DERIVATIVE LITIGATION**

**CIVIL ACTION  
NO. 04-30032-MAP**

Respectfully submitted,  
**STEVEN SPRAGUE, GERALD T.  
FEENEY, JOHN E. BAGALAY, JR.,  
NOLAN BUSHNELL, GEORGE  
GILDER, JOHN E. McCONNAUGHY,  
JR. AND NOMINAL DEFENDANT  
WAVE SYSTEMS CORP.**

By their attorneys,

/s/ Michael D. Blanchard  
Robert A. Buhlman, BBO #554393  
Eunice E. Lee, BBO #639856  
Michael D. Blanchard, BBO#636860  
BINGHAM McCUTCHEN LLP  
150 Federal Street  
Boston, MA 02110  
(617) 951-8000

Dated: October 4, 2004

**RULE 7.1(a)(2) CERTIFICATION**

I, Michael D. Blanchard, hereby certify that counsel for Defendants conferred with counsel for Plaintiffs in good faith to resolve or narrow the issues presented in this motion, and Plaintiffs' counsel assents to the relief sought by this motion..

/s/ Michael D. Blanchard  
Michael D. Blanchard

**CERTIFICATE OF SERVICE**

I hereby certify that a true copy of the above document was electronically or via mail served upon the attorney of record for each party on October 4, 2004.

/s/ Michael D. Blanchard  
Michael D. Blanchard